

SPECIAL POWER OF ATTORNEY

The undersigned,, having its registered office in the locality, county.....,street., no... .., bl. of flats, section., ap., registered at the Trade Registry under no....., sole registration number, legally represented by, in his/her capacity of, owning shares issued by IAR SA, which confers us votes in the General Meeting of Shareholders, I hereby appoint Mr. / Ms., holder of the I.D. card series number, personal identification number, as my representative in the IAR SA Ordinary General Meeting of Shareholders, which will take place on the 31.05.2019, time 12:00, or on the 03.06.2019, time 12:00 - date of the of the second meeting (if the first could not take place) to exercise the voting rights attached to the shares owned by us at this company for the issues included in the agenda of the meeting as follows :

1.A. To approve the distribution of the net profit in the amount of 31,184,158 lei, recorded by the company in 2018, as follows:

- | | |
|--------------------------------------------|-----------------------|
| - Legal reserves: | 1.853.531 lei |
| - Reinvested profit in 2017: | 2.783.969 lei |
| - Unappropriated profit: | 26.546.658 lei |
| o Dividends: | 11.515.677 lei |
| o Other reserves – self-financing sources: | 15.030.981 lei |

The dividends are in the gross amount of 0,63 lei/share, and the distribution costs will be borne by the shareholders.

Dividends shall be paid to shareholders registered in the register of shareholders on the 14.06.2019.

☐ **PRO** or ☐ **AGAINST** or ☐ **ABSTENTION**

1.B. To approve the distribution of the net profit in the amount of 31,184,158 lei (which doesn't include the provision for employee participation in the amount of 1,918,119 lei), recorded by the company in 2018, as follows:

- | | |
|--------------------------------------------|-----------------------|
| - Legal reserves: | 1.853.531 lei |
| - Reinvested profit in 2018: | 2.783.969 lei |
| - Unappropriated profit: | 26.546.658 lei |
| o Dividends: | 25.618.299,3 lei |
| o Other reserves – self-financing sources: | 928.358,7 lei |

The dividends are in the gross amount of 1,4015 lei/share, and the distribution costs will be borne by the shareholders.

Dividends shall be paid to shareholders registered in the register of shareholders on the 14.06.2019.

☐ **PRO** or ☐ **AGAINST** or ☐ **ABSTENTION**

2. To approve the date of 05.07.2019 as the date of payment, in compliance with Law No. 24/2017.

☐ **PRO** or ☐ **AGAINST** or ☐ **ABSTENTION**

3. To approve the date of 14.06.2019 as the registration date, i.e. the date for identification of the shareholders who are affected by the resolutions of the Ordinary General Meeting of Shareholders of 31.05.2019/03.06.2019 and the date of 13.06.2019 as ex-date, in compliance with Law No. 24/2017.

☐ **PRO** or ☐ **AGAINST** or ☐ **ABSTENTION**

Name of the shareholder as a legal entity

Name and surname of the legal representative

Signature and stamp

Date